

ALLAN INTERNATIONAL HOLDINGS LIMITED

(the “Company”)

Terms of Reference of Nomination Committee

(adopted on 7 April 2022)

CONSTITUTION

1. The board of directors of the Company (the "Board") had resolved to establish a committee known as the Nomination Committee (the “Committee”).

MEMBERSHIP & SECRETARY

2. The Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three members, a majority of whom should be an independent non-executive director of the company. A quorum shall be two members.
3. The Chairman of the Committee shall be appointed by the Board and should be the chairman of the board or an Independent non-executive director.
4. The company secretary of the Company shall act as the secretary of the Committee.

MEETINGS

5. The Committee shall meet not less than once a year.

AUTHORITY

6. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from the management and the management is directed to co-operate with any request made by the Committee;
7. The Committee is authorized by the Board to seek independent professional advice to perform its responsibilities if it considers this necessary. The Committee shall be provided with sufficient resources to perform its duties.

DUTIES

8. To review the structure, size and composition (including the skills, knowledge and experience) of the board at least annually and make recommendations on any proposed changes to the board to complement the issuer's corporate strategy;
9. To identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships;
10. To assess the independence of independent non-executive directors;
11. To make recommendations to the board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and the chief executive; and
12. To consider other topics as defined by the Board.